

Santa Teresa Music and Arts Association, Inc. Bylaws

Article I - Name

The name of the organization is Santa Teresa Music and Arts Association, Inc., which is also known as STMAA. STMAA was established as a nonprofit organization in pursuant to the laws of California in December 2003.

Article II - Purposes

The primary objectives and purposes of this corporation shall be:

1. To promote positive, enriching, year-round, quality music education through individual and group instruction.
2. To provide performance opportunities in a variety of venues and locations for students of the Santa Teresa High School community and related schools including, but not limited to, concert bands, jazz bands, marching band, pit orchestra, guitar, choral groups and other forms of the performing arts as shall be desired by the Board of Directors, Music Director and participants.
3. To support quality instruction and public performances of music the arts by acquiring and maintaining equipment and enhancing facilities.
4. To secure financial and other resources in support of students and families in the pursuit of music and arts education and performances through fundraising and other activities.
5. To encourage lifelong habits for utilizing music and the arts for recreation, leisure, and social development purposes.
6. To promote and develop the arts by encouraging and fostering music appreciation and instruction by students and the community through the sponsorship of performances, lessons, recordings, travel, communications, and other forms of musical expression, such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

Article III - Membership

All persons with a current student registered at Santa Teresa High School who is a registered participant in any of the music programs (concert bands, jazz bands, orchestra, marching band, guitar, and/or guard) in the current school year is a member of STMAA and eligible to serve on the Board. At the sole discretion of the STMAA board, a current STMAA board member in good standing of a graduating student from any of the music programs can be voted in to serve for no more than one additional year as a non-executive board member.

Article IV - Office

STMAA's mailing address is P.O. Box 23761, San Jose, CA 95153. Materials can be hand delivered to Santa Teresa High School, 6150 Snell Avenue, San Jose, CA 95123.

Article V - Conduct of Corporate Business

The business and the affairs of the Corporation are to be conducted in accordance with the Articles of Incorporation and, where not inconsistent therewith, in accordance with these Bylaws and such other and further Bylaws or amendments as may be adopted from time to time by the Santa Teresa Music and Arts Association, Inc. Board of Directors.

Article VI - Alteration, Amendments or Repeal of By-laws

The power to alter, amend, appeal or adopt new Bylaws shall be vested in the Board of Directors. Subject to such limitations and conditions as may be set forth in the Articles of Incorporation pertaining to the qualification or terms of office of members of the Board of Directors, a simple majority vote of the Board of Directors shall be required to alter, amend, repeal or adopt these Bylaws or adopt new Bylaws. Written or printed notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Board member within thirty days of the voting date.

Article VII - Board of Directors

1. **Number of Directors:** The Board of Directors shall consist of no less than six (6) and no more than fifteen (15) members, including four officers (President, Secretary, Financial Secretary, and Treasurer) and two ex-officio members (the Music Director of Santa Teresa High School and a student representative).
2. **Terms of Office:** The terms of office for members of the Board of Directors are two-year terms, or portion of the unexpired term of office for a vacated seat. The term of office shall be July 1 through June 30. Board members may serve no more than two (2) full consecutive terms without Board approval. After a lapse of one (1) year, a member may be eligible for re-election as a Director.
3. **Qualifications:** All members are eligible to serve on the Board of Directors.
4. **Nomination of Directors:** Any member may submit to the Board of Directors the name of any qualified person for election. The nominee shall appear before the Board or a Nominating Committee appointed by the Board to state his/her qualifications and respond to questions. Nominating Committee recommendations will be submitted to the full Board of Directors for consideration and voting.
5. **Election:** New Directors shall be elected by a simple majority vote of the Board. The election of officers shall take place at the annual organization meeting conducted in May.
6. **Removal of a Director:** At a Board meeting at which removal of a Director is being considered, there shall be no less than 75% of the Board Members present and no less than two-thirds (2/3) of those present must vote for removal.
7. **Duties:** The management and administration of STMAA shall be vested in the Board of Directors. The Board shall transact all of the business of STMAA. The Board will assure quality and continuity of the programs. The Board will establish priorities with the Music Director, and shall monitor the scheduling of events to ensure quality programs. The Board is responsible for authorizing fund-raising events held in the name of STMAA, contractual obligations, and the use of the Santa Teresa Music and Arts Association name. The Board shall, to the best of its ability, adhere to East Side Union High School District and Santa Teresa High School policies, and will act as guardian of all STMAA funds and material assets. The Directors shall serve without compensation but may be reimbursed for all reasonable and proper expenses incurred by them in the interest of STMAA.
8. **Meetings:**
 - a. The annual organization meeting shall occur in May of each year.
 - b. The Board shall annually adopt and publish a schedule of regular monthly meetings.
 - c. Special or Emergency Meetings may be called by the President or by any two members of the Board. The person(s) calling such meetings shall designate the

time and place of such meetings and provide a minimum forty-eight (48) to Board members and other interested persons.

- d. Meetings of the Board shall be presided over by the President. In the President's absence , a temporary Chairperson shall be chosen by a majority of the voting members present.
 - e. Roberts Rules of Order shall govern meetings in so far as such rules are not inconsistent with these By-laws, or the Articles of Incorporation, or with the law.
9. **Quorum at Directors Meetings:** Quorum for the transaction of business shall consist of any number larger than 50% of the existing Board of Directors. Unless otherwise provided, a majority vote of the Directors present at a meeting shall be the vote of the Board, provided those present constitute a quorum.
 10. **Meeting Attendance:** Should a member of the Board of Directors be absent from two consecutive meetings of the Board of Directors without valid excuse in the opinion of the Board, the Board of Directors shall, by a majority vote, declare the office vacant.
 11. **Action by Unanimous Written Consent:** If and when the Directors shall severally or collectively unanimously consent in writing to any action to be taken by STMAA, such action shall be a valid STMAA action as though it had been authorized at a meeting of the Board of Directors .
 12. **Delegation of Powers:** For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all of any of the powers and duties of any office to any other officer or director.
 13. **Power to Require Bonds:** The Board of Directors may require any officer or agent to file with STMAA a satisfactory bond conditioned upon the faithful performance of their duties.
 14. **Board Liability:** The Directors shall not be personally liable for the debts, liabilities, or other obligations of STMAA.

Article VIII -OFFICERS

The Officers of STMAA shall consist of the following elected Board members:

1. **President:** The President shall preside at all meetings of the Board of Directors; shall be an ex- officio member of all committees; may call special meetings of the Board of Directors, as herein provided; shall co-sign checks; and shall perform all such duties as are incidental of the office and are properly required of the office.
2. **Secretary:** The Secretary shall have charge of and keep all STMAA papers, records and other documents as required by law; shall make reports including the keeping of minutes of all meetings of the Board of Directors; and shall perform such other duties as are incidental of that office and as required by the President and Board. The Secretary shall act as an alternate to the President for the purposes of co-signing checks.
3. **Treasurer:** The Treasurer is the custodian of STMAA funds and shall conduct STMAA 's financial business along with the Financial Secretary. The Treasurer's duties shall include: compiling and distributing to the Board of Directors a monthly financial statement; compiling and presenting to the Board of Directors within sixty (60) days after the conclusion of each fiscal year , or as soon as completed, an Annual_ Statement of Revenue and Expenses, a Corporate Balance Sheet and other financial statements as necessary regarding the corporation's financial condition; recording and making timely deposits of all revenues received; maintaining financial records and documents utilizing secure methods.; and acting as alternate to the Financial Secretary.
4. **Financial Secretary:** The Financial Secretary conducts STMAA's financial business along with the Treasurer. The Financial Secretary's duties include: writing checks and

making other payments on behalf of STMAA ; co-signing checks along with President; recording all expenditures; and arranging for the completion of required State and Federal Tax Returns at the conclusion of each fiscal year.

5. **Director of Fundraising:** Shall oversee all fundraising activities and shall perform such other duties as are incidental of that office and as required by the President and Board. The director shall create a fundraising plan and submit to the board for approval, in conjunction with an annual budget. The director shall also submit the approved fundraising plan to the school Principal.
6. **Director of Communications:** Shall oversee all communications activities such as publicity, newsletter, web page, telephone tree, advertising events, and other efforts to provide the efficient dissemination of information among all program participants, the community and interested persons and shall perform such other duties as are incidental of that office and as required by the President and Board.
7. **Director of Volunteer Coordinator:** Shall act as the Coordinator of the program to identify and obtain volunteers for all activities of the program which support and carry out the various concerts, events , competitions and other program activities and shall perform such other duties as are incidental of that office and as required by the President and Board.
8. **Member(s) at Large:** Shall act in the general interest of the program and its activities to support and carry out the various concerts, events, competitions and other program activities and shall perform such other duties as are incidental of that office and as required by the President and Board. Such duties may include, but are not limited to, providing for food services at events and competitions, providing for the transportation to events and competitions; and documenting through still and video photography the events associated with STMAA .
9. **Student Representative :** The students of the music programs will be represented on the Board by an ex-officio member nominated through the Student Band Council.
10. **Music Director:** The Music Director of the Santa Teresa High School music programs shall be an ex-officio member of the Board of Directors.

Article IX -Committees

1. **Executive Committee:** The Executive Committee consists of the President, Secretary, Treasurer, and Financial Secretary. The Board may delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:
 - a. The approval of any action, which, under law or the provisions of these Bylaws, requires the approval of the members or a majority of all of the members,
 - b. The filling of vacancies on the board or on any committee which has the authority of the board,
 - c. The amendment or repeal of Bylaws or the adoption of new Bylaws,
 - d. The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repealable, and
 - e. The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to

be filed with the corporate records, and report the same to the board from time to time as the board may require.

2. **Audit Committee:** The Board of Directors, by a majority vote, or Executive Committee may designate an Audit Committee. The Treasurer and Financial Secretary shall not be eligible to serve as a member of the Audit Committee. At least one member of the Audit Committee shall reconcile bank statements each month. The Audit Committee shall each year arrange for the completion of an audit by a Certified Public Accountant (CPA) or other appropriately qualified individual with copies of such being distributed, reviewed, and approved by the Board of Directors.
3. **Nominating Committee:** The Nominating Committee shall consist of at least two members of the Board. Its responsibility is to recruit and receive names of persons interested in being nominated for office. Any member shall submit names to this committee. The committee shall submit a list of names to the Board for review two weeks prior to the annual meeting for election of officers in May.
4. **Special and Ad-hoc Committees:** The Board shall form and designate members to such special and ad-hoc committees as it may determine from time to time as necessary to meet the needs, goals, and objectives of STMAA.

Article X - Records

1. All books, records, minutes, Bylaws, Articles of Incorporation, and any other documents relating to the Corporation shall be open to inspection by all Directors and other interested persons upon written request at any reasonable time upon request. The Secretary shall allow inspection of such records while maintaining the security of the documents and the confidentiality of student and personal records.
2. The Fiscal year of this corporation shall be July 1 through June 30 until changed by action of the Board of Directors.

Article XI - Corporate Name

No Director or member of STMAA shall use the name or its official insignia for other than strictly Corporate purposes without prior authorization of the Board of Directors, which must be confirmed in writing by the President or Secretary.

Article XII- Expenditures

All non-budgeted expenditures of any nature, whatsoever, in excess of three hundred dollars (\$300.00) shall first have the approval of the Board of Directors. The approval must be recorded in the minutes. The Music Director is authorized to have a petty cash fund of three hundred dollars (\$300.00) and approve expenditures of three hundred dollars (\$300.00) or less for program operations. Such expenditures shall be reviewed and approved by the Financial Secretary or other Executive Committee member.

Article XIII- Deposits

All funds of the Corporation shall be deposited to its credit from time to time in such federally insured banks, depositories or other financial institutions as the Board of Directors may select.

Article XIV- Gifts

The Board of Directors, or Treasurer on behalf of the Board of Directors, may accept on behalf of STMAA any contributions, gifts, bequests, or device for the general purpose or for any proper purpose of STMAA.

Article XV- Music Director

The Santa Teresa High School Band Teacher is the Music Director for purposes of the STMAA Bylaws. The Music Director will serve as a non-voting member of the Board and an ex- officio member of all Board committees. The Music Director is expected to attend all Board meetings, except for executive sessions or any meetings whose topic is the Music Director. The Board will coordinate with the Music Director on STMAA budgets and activities.

Article XVI - Dissolution

In the event of dissolution of STMAA , the Board of Directors will, to the best of its ability, utilize assets to support the purposes of STMAA including, but not limited to, expenditures on Santa Teresa High School band expenses, new supplies, new instruments, and new music. Any remaining unused funds will be transferred to Santa Teresa High School.

Approved by the STMAA Board of Directors by the following vote on June 22, 2021:

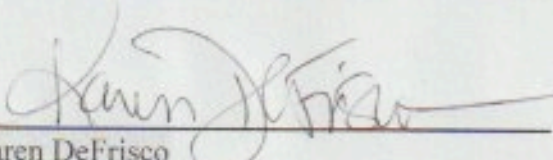
AYES: Karen DeFresco, Hayley Ng, Wendy Valdez, Annette Jackson, Michelle Schablion, Jose Valdez, Alka Poddar (via proxy)

NOES: Non

ABSTAIN: Non

ABSENT: Laura Yeager

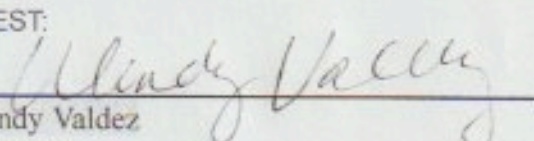
SANTA TERESA MUSIC AND ARTS ASSOCIATION



Karen DeFresco
President

6/22/21

ATTEST:



Wendy Valdez
Secretary

6/22/21